

LAW OFFICES OF RICHARD A. FOGEL, PLLC

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DALLAS, TEXAS 75207

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May 1, 2006

RECORDATION NO. 23868-4 FILED

MAY 2 '06

4-09 PM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20046
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
[C] Indenture Trust Supplement No. 12

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [C] Trust Indenture Supplement No. 12, a primary document, dated as of April 27, 2006, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated April 27, 2006, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated April 27, 2006; and

The enclosed Memorandum of [C] Trust Indenture Supplement No. 12 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [C] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [C] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23868 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [C] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [C] Trust Indenture Supplement No. 12 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Our firm check in the amount of \$99.00 is enclosed to cover the recordation fee for these three documents.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in dark ink, appearing to read "R. Fogel", with a stylized flourish at the end.

Richard A. Fogel

RAF/slf
encl.

cc: Michael Cottrell

EXHIBIT A

Equipment for Substitution - Pool C

ID	Asset Mark	Lessee Name	Rider	EtcNumber	Mfg date
1	TILX030078	PHOENIX CEMENT	1	901	10/24/2005
2	TILX030079	PHOENIX CEMENT	1	901	10/24/2005
3	TILX030080	PHOENIX CEMENT	1	901	10/24/2005
4	TILX030081	PHOENIX CEMENT	1	901	10/24/2005
5	TILX030088	PHOENIX CEMENT	1	901	10/31/2005
6	TILX030089	PHOENIX CEMENT	1	901	10/31/2005
7	TILX030090	PHOENIX CEMENT	1	901	10/31/2005
8	TILX030091	PHOENIX CEMENT	1	901	10/31/2005
9	TILX030092	PHOENIX CEMENT	1	901	10/31/2005
10	TILX030093	PHOENIX CEMENT	1	901	10/31/2005
11	TILX030094	PHOENIX CEMENT	1	901	10/31/2005
12	TILX030095	PHOENIX CEMENT	1	901	10/31/2005
13	TILX030096	PHOENIX CEMENT	1	901	10/31/2005
14	TILX030097	PHOENIX CEMENT	1	901	11/14/2005
15	TILX030098	PHOENIX CEMENT	1	901	10/31/2005
16	TILX030099	PHOENIX CEMENT	1	901	10/31/2005
17	TILX030100	PHOENIX CEMENT	1	901	11/14/2005
18	TILX030101	PHOENIX CEMENT	1	901	11/14/2005
19	TILX030102	PHOENIX CEMENT	1	901	11/14/2005
20	TILX030103	PHOENIX CEMENT	1	901	11/14/2005
21	TILX030104	PHOENIX CEMENT	1	901	11/14/2005
22	TILX030105	PHOENIX CEMENT	1	901	11/14/2005
23	TILX030106	PHOENIX CEMENT	1	901	11/14/2005
24	TILX030107	PHOENIX CEMENT	1	901	11/21/2005

MEMORANDUM OF [C] TRUST INDENTURE SUPPLEMENT NO. 12

This Memorandum of [C] Trust Indenture Supplement No. 12 (this "Memorandum") is made and entered into by and among Trinity Industries Leasing Company, a Delaware corporation (the "Company") and Trinity Industries, Inc., a Delaware corporation (the "Guarantor") pursuant to the Security Agreement (as defined below) respecting (i) that certain [C] Trust Indenture and Security Agreement dated as of February 15, 2002, among the Company, the Guarantor and The Bank of New York, as trustee (the "Trustee"), and (ii) that certain [C] Trust Indenture Supplement No. 1 dated as of February 15, 2002, among the Company, the Guarantor and the Trustee (collectively, the "Security Agreement").

Pursuant to the provisions of the Security Agreement, the Company and the Guarantor hereby affirm and acknowledge that:

1. The Company has agreed to execute and deliver to the Trustee an equipment note and the Trustee has agreed to accept such an equipment note from the Company and, as security therefor, grant the Trustee a first priority security interest in (i) certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and (ii) certain leases with respect to such equipment identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto, subject to the terms defined in the Security Agreement.

2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and the Registrar General of Canada.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its officers, thereunto duly authorized, as of April 27, 2006.

COMPANY:

TRINITY INDUSTRIES LEASING
COMPANYBy: Eric Marchetto
Name: Eric Marchetto
Title: Vice President

GUARANTOR:

TRINITY INDUSTRIES, INC.

By: James E. Perry
Name: James E. Perry
Title: TreasurerRECORDATION NO. 23868-11

FILED

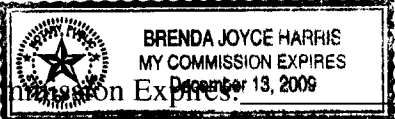
MAY 2 '06

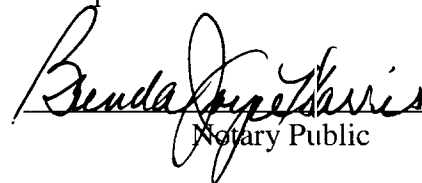
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SURFACE TRANSPORTATION BOARD

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 27th day of April, 2006, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

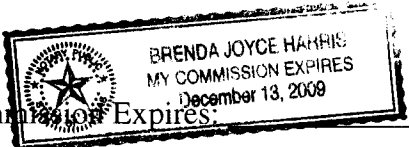
My Commission Expires: _____


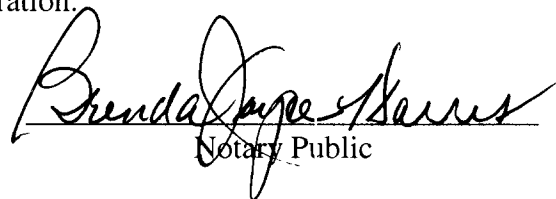


Notary Public

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 27th day of April, 2006, before me personally appeared James E. Perry, to me personally known, who being duly sworn, stated that he is the Treasurer of Trinity Industries, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: _____




Notary Public

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24	TILX030107	PHOENIX CEMENT	1	901	11/21/2005

EXHIBIT B

Equipment for Substitution - Pool C

ID	Lessee #	Lessee Name	Rider	Units
1	26473	PHOENIX CEMENT	1	29